

RECORDATION NO. 24863-F Filed & Recorded

DEC 31 1986 10:45 AM

INTERSTATE COMMERCE COMMISSION

14863-E

SUPPLEMENT TO ASSIGNMENT OF LEASES  
SUPPLEMENT NO. 2

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF December 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

FLEET NATIONAL BANK, AS AGENT ("AGENT")

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

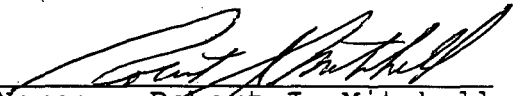
1. Schedule I to the Assignment is hereby amended and supplemented by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock described in Exhibit A annexed hereto and bearing the car numbers therein listed (the "Leases") and Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment,

2. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock described in Exhibit B annexed hereto and bearing the car numbers therein listed, which lease agreements are hereby released from the lien and assignment created under and pursuant to the Assignment.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 30th day of December, 1986.

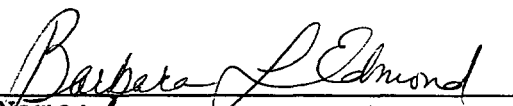
ACF INDUSTRIES, INCORPORATED

By

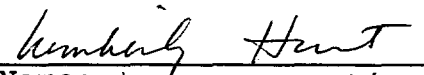
  
Name: Robert J. Mitchell  
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By

  
Name: BARBARA L. EDMOND  
Title: A.V.P.

By

  
Name: Kimberly Hunt  
Title: v. p.

STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

On this 30th day of December, 1986, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



STEPHEN H. COOPER  
NOTARY PUBLIC, State of New York  
No. 31-0756425  
Qualified in New York County  
Commission Expires March 30, 1987

STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

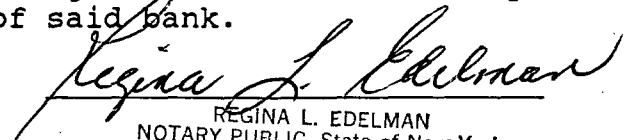
On this 30 day of December, 1986, before me personally came Barbara L. Edelman, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Rd, Bithpage, NY, that she is the AVP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires March 30, 198

STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

On this 30 day of December, 1986, before me personally came Kimberly M. Hunt, to me known, who being to me duly sworn, did depose and say that he resides at 238 E. 74th St. NY NY, that he is the V.P. of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires March 30, 198

## EXHIBIT "A": COLLATERAL TO BE ADDED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
39744 - 39746	12/86	126,423	3	C214
39750 - 39751	12/86	84,282	2	
39756 - 39769	12/86	589,974	14	
39771 - 39774	12/86	168,564	4	
39776 - 39777	12/86	84,282	2	
40701 - 40730	10/86	1,345,266	30	
40751 - 40850	11/86	4,340,022	100	
40851 - 40953	12/86	4,400,853	103	
40731 - 40750	12/86	1,255,140	20	C614
51302 - 51305	10/86	252,195	4	
51306	11/86	65,018	1	
51327 - 51338	9/86	802,948	12	
51339 - 51352	10/86	921,560	14	
51353 - 51384	11/86	2,093,288	32	
51385 - 51391	12/86	446,124	7	
51395 - 51400	12/86	378,750	6	
51405	12/86	63,125	1	
51407	12/86	63,125	1	
51415	12/86	63,125	1	
51417 - 51418	12/86	126,250	2	
51420	12/86	63,125	1	
71463 - 71477	10/86	605,706	15	T104
71571 - 71590	12/86	712,620	20	
71683 - 71687	12/86	189,470	5	
71439	10/86	44,872	1	T105
71445	10/86	44,873	1	
71451 - 71456	10/86	269,238	6	
71458 - 71462	10/86	224,365	5	
71561 - 71562	11/86	80,880	2	
71566 - 71570	11/86	202,200	5	
71478 - 71480	9/86	130,722	3	T106
71536 - 71540	11/86	228,817	5	
71394 - 71396	9/86	115,593	3	T107
71496 - 71525	11/86	1,029,540	30	T108
71541 - 71560	12/86	778,980	20	
71650 - 71669	12/86	765,710	20	
71526 - 71535	12/86	388,470	10	T645
TOTAL		23,545,495	511	

EXHIBIT "B": COLLATERAL TO BE RELEASED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
39318 - 39329	1/86	502,668	12	C214
39376	11/85	45,597	1	
39379 - 39380	11/85	91,194	2	
39412 - 39413	11/85	91,194	2	
39429	11/85	45,597	1	
39431 - 39432	11/85	91,194	2	
39,440 - 39448	11/85	410,382	9	
39492 - 39552	2/86	2,499,196	61	
39554	2/86	48,070	1	
39565	2/86	48,071	1	
39567 - 39571	2/86	240,355	5	
39606 - 39607	3/86	88,890	2	
39609	3/86	44,445	1	
39611 - 39612	3/86	88,890	2	
39614 - 39617	3/86	177,780	4	
39627 - 39632	4/86	264,744	6	
39643 - 39644	4/86	91,496	2	
39646 - 39649	4/86	182,992	4	
39652 - 39653	4/86	91,496	2	
40354	1/86	45,537	1	
40393	1/86	45,537	1	
39473 - 39477	12/85	326,613	5	C614
39479	12/85	65,323	1	
51017 - 51040	12/85	1,519,648	24	
51073	12/85	66,591	1	
51076 - 51102	12/85	1,775,718	27	
51104 - 51113	12/85	653,730	10	
51119	12/85	65,373	1	
51143 - 51147	12/85	329,946	5	
51163 - 51165	11/85	198,468	3	
51166 - 51177	12/85	781,724	12	
51178 - 51179	1/86	129,290	2	
51180 - 51182	12/85	193,935	3	
51183 - 51200	1/86	1,192,674	18	
51201 - 51205	2/86	325,745	5	
51230 - 51231	4/86	132,628	2	
39330 - 39341	2/86	549,877	12	C714
71141 - 71160	12/85	860,616	20	T104
71187 - 71194	1/86	354,443	8	
71131 - 71140	10/85	443,716	10	T105
71230 - 71239	12/85	404,657	10	
71183	12/85	50861	1	T106

EXHIBIT "B": COLLATERAL TO BE RELEASED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
71195 - 71229	2/86	1,296,981	35	T107
71240 - 71244	2/86	182,714	5	
77226 - 77227	8/85	109,746	2	T865
77239 - 77245	8/85	384,118	7	
77219	8/185	61,200	1	T866